

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
VELERON HOLDING, B.V.,
:

Plaintiff,
:

- against -
:

MORGAN STANLEY; MORGAN STANLEY
CAPITAL SERVICES, INC.; MORGAN
STANLEY & CO., INCORPORATED;
MORGAN STANLEY & CO.,
:

Defendants.
:
:
----- X

Index No.: 12-cv-5966 (CM)

DECLARATION OF
EMILIE B. COOPER IN SUPPORT OF
PLAINTIFF VELERON HOLDING,
B.V.'S RESPONSE TO MORGAN
STANLEY'S STATEMENT
PURSUANT TO S.D.N.Y. LOCAL
CIVIL RULE 56.1 AND VELERON'S
COUNTERSTATEMENT OF
ADDITIONAL MATERIAL FACTS

I, **EMILIE B. COOPER**, do hereby declare under penalty of perjury pursuant to
28 U.S.C. § 1746, the following:

1. I am an attorney admitted to practice before this Court and a member of the firm
Kasowitz, Benson, Torres & Friedman LLP, attorneys for Plaintiff Veleron Holding, B.V.
("Veleron") in the above-captioned action. I respectfully submit this declaration in support of
Plaintiff Veleron Holding, B.V.'s Response to Morgan Stanley's Statement Pursuant to S.D.N.Y.
Local Civil Rule 56.1 and Veleron's Counterstatement of Additional Material Facts.

2. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from the
deposition transcript of Oleg Deripaska, dated July 16, 2014.

3. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from the
deposition transcript of Gulzhan Moldazhanova, dated July 15, 2014.

4. Attached hereto as Exhibit 3 is a true and correct copy of the document produced
by Veleron at Bates number VEL_0020386-20394.

5. Attached hereto as Exhibit 4 is a true and correct copy of the Partial Award of the Arbitral Tribunal, dated December 23, 2011.

6. Attached hereto as Exhibit 5 is a true and correct copy of the Second Partial Award of the Arbitral Tribunal, dated August 30, 2013.

7. Attached hereto as Exhibit 6 is a true and correct copy of excerpts from the deposition of Bauke van der Meer, dated July 17, 2014.

8. Attached hereto as Exhibit 7 is a true and correct copy of the document produced by Veleron at Bates number VEL_0004723-4852.

9. Attached hereto as Exhibit 8 is a true and correct copy of the document produced by Veleron at Bates number VEL_0026379-26400.

10. Attached hereto as Exhibit 9 is a true and correct copy of the document produced by BNP Paribas SA (“BNP”) at Bates number BNPP000589-602.

11. Attached hereto as Exhibit 10 is a true and correct copy of the document produced by Morgan Stanley, Morgan Stanley Capital Services, Inc., Morgan Stanley & Co., Incorporated and Morgan Stanley & Co. (collectively, “Morgan Stanley”) at Bates number MS_VELERON 00002985-2994.

12. Attached hereto as Exhibit 11 is a true and correct copy of the document produced by Veleron at Bates number VEL_0013040-13042.

13. Attached hereto as Exhibit 12 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000577-615.

14. Attached hereto as Exhibit 13 is a true and correct copy of Morgan Stanley’s Responses and Objections to Veleron Holding, B.V.’s Second Set of Requests for Admission, dated August 25, 2014.

15. Attached hereto as Exhibit 14 is a true and correct copy of excerpts from the deposition of Sanjay Unni, Ph.D., dated June 26, 2014.

16. Attached hereto as Exhibit 15 is a true and correct copy of excerpts from the deposition transcript of Kerim Tuna, dated February 13, 2014.

17. Attached hereto as Exhibit 16 is a true and correct copy of excerpts from the deposition transcript of Andrey Yashchenko, dated July 17, 2014.

18. Attached hereto as Exhibit 17 is a true and correct copy of the document produced by BNP at Bates number BNPP001719-1744.

19. Attached hereto as Exhibit 18 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000018.

20. Attached hereto as Exhibit 19 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002962-2965.

21. Attached hereto as Exhibit 20 is a true and correct copy of the document produced by BNP at Bates number BNPP004146-4179.

22. Attached hereto as Exhibit 21 is a true and correct copy of the document produced by Veleron at Bates number VEL_0002881-2886.

23. Attached hereto as Exhibit 22 is a true and correct copy of the document produced by Veleron at Bates number VEL_0020362-20365.

24. Attached hereto as Exhibit 23 is a true and correct copy of an excerpt from the Joint Pre-Trial Order, submitted to this Court by Veleron and Morgan Stanley on September 30, 2014.

25. Attached hereto as Exhibit 24 is a true and correct copy of the document produced by BNP at Bates number BNPP003180-3186.

26. Attached hereto as Exhibit 25 is a true and correct copy of the document produced by BNP at Bates number BNPP003205-3213.

27. Attached hereto as Exhibit 26 is a true and correct copy of the document produced by BNP at Bates number BNPP004221-4266.

28. Attached hereto as Exhibit 27 is a true and correct copy of the document produced by BNP at Bates number BNPP004183-4215.

29. Attached hereto as Exhibit 28 is a true and correct copy of the document produced by BNP at Bates number BNPP004216-4218.

30. Attached hereto as Exhibit 29 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00009481.

31. Attached hereto as Exhibit 30 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00001253-1254.

32. Attached hereto as Exhibit 31 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002925.

33. Attached hereto as Exhibit 32 is a true and correct copy of a press release entitled "Magna and Basic Element Announce Strategic Investment," dated May 10, 2007.

34. Attached hereto as Exhibit 33 is a true and correct copy of excerpts from the deposition transcript of Michael Edleson, dated July 29, 2014.

35. Attached hereto as Exhibit 34 is a true and correct copy of excerpts from the deposition transcript of Mohit Assomull, dated May 16, 2014.

36. Attached hereto as Exhibit 35 is a true and correct copy of excerpts from the deposition transcript of Kevin Woodruff, dated July 9, 2014.

37. Attached hereto as Exhibit 36 is a true and correct copy of the document produced by Veleron at Bates number VEL_0015125-15128.

38. Attached hereto as Exhibit 37 is a true and correct copy of the document produced by Veleron at Bates number VEL_0004871-4872.

39. Attached hereto as Exhibit 38 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000551-556.

40. Attached hereto as Exhibit 39 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002915-2919.

41. Attached hereto as Exhibit 40 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000142-143.

42. Attached hereto as Exhibit 41 is a true and correct copy of the document produced by Veleron at Bates number VEL_0006162.

43. Attached hereto as Exhibit 42 is a true and correct copy of the document produced by Veleron at Bates number VEL_0015574-15575.

44. Attached hereto as Exhibit 43 is a true and correct copy of the document produced by Veleron at Bates number VEL_0015579-15580.

45. Attached hereto as Exhibit 44 is a true and correct copy of the document produced by Veleron at Bates number VEL_0011898.

46. Attached hereto as Exhibit 45 is a true and correct copy of the document produced by Veleron at Bates number VEL_0053699-53740.

47. Attached hereto as Exhibit 46 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000573-622.

48. Attached hereto as Exhibit 47 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006587.

49. Attached hereto as Exhibit 48 is a true and correct copy of excerpts from the deposition transcript of John Neary, dated June 20, 2014.

50. Attached hereto as Exhibit 49 is a true and correct copy of an article entitled "Shock Forced Paulson's Hand -- A Black Wednesday on Credit Markets; 'Heaven Help Us All,'" published in The Wall Street Journal on September 20, 2008.

51. Attached hereto as Exhibit 50 is a true and correct copy of an article entitled "Lehman's Demise Triggered Cash Crunch Around Globe -- Decision to Let Firm Fail Marked a Turning Point in Crisis," published in The Wall Street Journal on September 29, 2008.

52. Attached hereto as Exhibit 51 is a true and correct copy of an article entitled "36 Hours of Alarm and Action as Crisis Spiraled," published in The New York Times on October 2, 2008.

53. Attached hereto as Exhibit 52 is a true and correct copy of an article entitled "Anxiety Extends Morgan Stanley's Slide," published in The Washington Post on October 11, 2008.

54. Attached hereto as Exhibit 53 is a true and correct copy of an article entitled "Crisis on Wall Street: Morgan Stanley Goes on Offensive -- CEO Pushes Rules to Curb 'Shorts' As Stock Gyrates," published in The Wall Street Journal on September 19, 2008.

55. Attached hereto Exhibit 54 is a true and correct copy of an article entitled "Goldman, Morgan Scrap Wall Street Model, Become Banks in Bid to Ride Out Crisis -- End of Traditional Investment Banking, as Storied Firms Face Closer Supervision and Stringent New Capital Requirements," published in The Wall Street Journal on September 22, 2008.

56. Attached hereto as Exhibit 55 is a true and correct copy of an article entitled “Japanese Bank to Buy Up to 20% of Morgan Stanley,” published in The New York Times on September 23, 2008.

57. Attached hereto as Exhibit 56 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006677.

58. Attached hereto as Exhibit 57 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006678.

59. Attached hereto as Exhibit 58 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006704.

60. Attached hereto as Exhibit 59 is a true and correct copy of the document produced by Veleron at Bates number VEL_0006163-6171.

61. Attached hereto as Exhibit 60 is a true and correct copy of the document produced by Veleron at Bates number VEL_0003415-3416.

62. Attached hereto as Exhibit 61 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000177-178.

63. Attached hereto as Exhibit 62 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006924-7087.

64. Attached hereto as Exhibit 63 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002354-2356.

65. Attached hereto as Exhibit 64 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 000001947-1948.

66. Attached hereto as Exhibit 65 is a true and correct copy of the documents produced by Morgan Stanley at Bates number MS_VELERON 00009900-9943.

67. Attached hereto as Exhibit 66 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002906-2909.

68. Attached hereto as Exhibit 67 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000512-515.

69. Attached hereto as Exhibit 68 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008860-8863.

70. Attached hereto as Exhibit 69 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000388-390.

71. Attached hereto as Exhibit 70 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00003000-3002.

72. Attached hereto as Exhibit 71 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000202-205.

73. Attached hereto as Exhibit 72 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000017.

74. Attached hereto as Exhibit 73 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000497-500.

75. Attached hereto as Exhibit 74 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00001497-1500.

76. Attached hereto as Exhibit 75 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008836.

77. Attached hereto as Exhibit 76 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000266.

78. Attached hereto as Exhibit 77 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008864-8867.

79. Attached hereto as Exhibit 78 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008827-8830.

80. Attached hereto as Exhibit 79 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000705-706.

81. Attached hereto as Exhibit 80 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00001199.

82. Attached hereto as Exhibit 81 is true and correct copy of Morgan Stanley's Second Amended Responses and Objections to Veleron Holding, B.V.'s Requests for Admission, dated August 11, 2014.

83. Attached hereto as Exhibit 82 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002032-2033.

84. Attached hereto as Exhibit 83 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna International, Inc. ("Magna") on September 30, 2008 at 11:56 a.m. (EDT).

85. Attached hereto as Exhibit 84 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna on September 30, 2008 at 12:18 p.m. (EDT).

86. Attached hereto as Exhibit 85 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna on September 30, 2008 at 3:07 p.m. (EDT).

87. Attached hereto as Exhibit 86 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna on September 30, 2008 at 3:24 p.m. (EDT).

88. Attached hereto as Exhibit 87 is a true and correct copy of Morgan Stanley's Responses and Objections to Plaintiff Veleron Holding, B.V.'s Second Set of Interrogatories to Morgan Stanley, dated January 10, 2014.

89. Attached hereto as Exhibit 88 is true and correct copy of the Expert Report of Sanjay Unni, Ph.D., dated January 17, 2014.

90. Attached hereto as Exhibit 89 is a true and correct copy of the document produced by Veleron at Bates number VEL_0012594-12595.

91. Attached hereto as Exhibit 90 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002040-2044.

92. Attached hereto as Exhibit 91 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000641-643.

93. Attached hereto as Exhibit 92 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002302-2306.

94. Attached hereto as Exhibit 93 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002114-2116.

95. Attached hereto as Exhibit 94 is a true and correct copy of the document by Morgan Stanley at Bates number MS_VELERON 00004914-4915.

96. Attached hereto as Exhibit 95 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002102-2106.

97. Attached hereto as Exhibit 96 is a true and correct copy of the document produced by BNP at Bates number BNPP004038 - BNPP004112.

98. Attached hereto as Exhibit 97 is a true and correct copy of the document produced by Veleron at Bates number VEL_0008364-8365.

99. Attached hereto as Exhibit 98 is a true and correct copy of the document produced by Veleron at Bates number VEL_0008388-8391.

100. Attached hereto as Exhibit 99 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008870-8873.

101. Attached hereto as Exhibit 100 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002910-2913.

102. Attached hereto as Exhibit 101 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000396-401.

103. Attached hereto as Exhibit 102 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000173-176.

104. Attached hereto as Exhibit 103 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00004879-4884.

105. Attached hereto as Exhibit 104 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000169.

106. Attached hereto as Exhibit 105 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008845.

107. Attached hereto as Exhibit 106 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00001956.

108. Attached hereto as Exhibit 107 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna on October 1, 2008 at 10:06 a.m. (EDT).

109. Attached hereto as Exhibit 108 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna on October 1, 2008 at 10:28 a.m. (EDT).

110. Attached hereto as Exhibit 109 is a true and correct copy of an excerpt from the document produced in native format by Morgan Stanley at Bates number MS_VELERON 00007088, showing trades in Magna on October 1, 2008 at 10:33 a.m. (EDT).

111. Attached hereto as Exhibit 110 is a true and correct copy of excerpts from the deposition transcript of Sylvain Mirochnikoff, dated July 1, 2014.

112. Attached hereto as Exhibit 111 is a true and correct copy of the document produced by BNP at Bates number BNPP003881-3912.

113. Attached hereto as Exhibit 112 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00008837.

114. Attached hereto as Exhibit 113 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00001452-1454.

115. Attached hereto as Exhibit 114 is a true and correct copy of the document produced by Veleron at Bates number VEL_0002754-2761.

116. Attached hereto as Exhibit 115 is a true and correct copy of the document produced by Veleron at Bates number VEL_0003305-3306.

117. Attached hereto as Exhibit 116 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000077-78.

118. Attached hereto as Exhibit 117 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000548-550.

119. Attached hereto as Exhibit 118 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002279-2283.

120. Attached hereto as Exhibit 119 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006670.

121. Attached hereto as Exhibit 120 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006676.

122. Attached hereto as Exhibit 121 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006674.

123. Attached hereto as Exhibit 122 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00004678-4682.

124. Attached hereto as Exhibit 123 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000246.

125. Attached hereto as Exhibit 124 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002892-2899.

126. Attached hereto as Exhibit 125 is a true and correct copy of the document produced by Veleron at Bates number VEL_0008837-8838.

127. Attached hereto as Exhibit 126 is true and correct copy of Morgan Stanley's Responses and Objections to Plaintiff Veleron Holding, B.V.'s Third Set of Interrogatories to Morgan Stanley, dated July 10, 2014.

128. Attached hereto as Exhibit 127 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000632.

129. Attached hereto as Exhibit 128 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000718.

130. Attached hereto as Exhibit 129 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00002889.

131. Attached hereto as Exhibit 130 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00000955-956.

132. Attached hereto as Exhibit 131 is a true and correct copy of Living Our Business Principles: The Morgan Stanley Code of Conduct, which is publicly available at <http://www.morganstanley.com/about/company/governance/pdf/FinalCode2008.pdf>.

133. Attached hereto as Exhibit 132 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006730-6742.

134. Attached hereto as Exhibit 133 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006884-6896.

135. Attached hereto as Exhibit 134 is true and correct copy of the Morgan Stanley Code of Ethics and Business Conduct, which is publicly available at http://www.morganstanley.com/about/company/governance/pdf/Code_of_Ethics_062008.pdf.

136. Attached hereto as Exhibit 135 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006786-6881.

137. Attached hereto as Exhibit 136 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006897.

138. Attached hereto as Exhibit 137 is a true and correct copy of the document produced by Morgan Stanley at Bates number MS_VELERON 00006783-6785.

139. Attached hereto as Exhibit 138 is true and correct copy of the Expert Report of Robert M. MacLavery, dated January 17, 2014.

Dated: New York, New York
November 5, 2014


Emilie B. Cooper